

HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDING DECEMBER 31, 2012 OF THE CONDITION AND AFFAIRS OF THE

Fidelis SecureCare of Michigan Inc. NAIC Company Code

· -	9744 ,	3744 (Prior Period)	NAIC Company Code	10769	_Employer's ID Number	30-0312489		
Organized under the Laws o	f	Michigan	, State	of Domicile or P	ort of Entry	Michigan		
Country of Domicile			United	States				
Licensed as business type:	Life, Accident	& Health []	Property/Casualty [] Dental	Service Corporation []			
	Vision Service	Corporation []	Other []	Health	Maintenance Organization	[X]		
	Hospital, Medi	cal & Dental Servi	ce or Indemnity []	Is HMC	, Federally Qualified? Yes	s[X] No[]		
Incorporated/Organized		12/09/2004	Commence	d Business	07/15/2	2005		
Statutory Home Office	20 N	orth Martingale Ro	oad, Suite 180		Schaumburg, IL, US	60173		
ctatatery recine conte		(Street and Num		,	(City or Town, State, Country a			
Main Administrative Office				rtingale Road, S	Suite 180			
Schau	ımburg, IL, US 6	0173	(S	treet and Number)	847-605-0501			
	n, State, Country and		· · · · · · · · · · · · · · · · · · ·	(Are	ea Code) (Telephone Number)			
Mail Address		ngale Road, Suite Number or P.O. Box)	180,	(C	Schaumburg, IL, US 601 ity or Town, State, Country and Zip			
Primary Location of Books a	,	raniber of 1 .c. Box,	20	,	le Road, Suite 180	, 6646)		
,				(Street an	d Number)			
	umburg, IL, US 6 n, State, Country and			(Are	847-592-9161 ea Code) (Telephone Number)			
Internet Website Address			www.f	idelissc.com				
Statutory Statement Contact	son Mr.	847-592-9161						
dan.er			(Area Code) (Telephone Number) 847-517-1085	(Extension)				
dan.cr	(E-mail Address)				(FAX Number)			
			OFFICERS					
Name		Title	OFFICERS	Name		Title		
Catherine Joan Kiley M		President	Samue	Randolph Wille	coxon Mr,	Secretary		
Brett James McIntyre M	<u>lr. #</u> ,	Treasurer	OTLIED OFFICE		,			
		•	OTHER OFFICE	75				
		DIDE	CTORS OR TRU	STEES				
Samuel Randolph Willcox	on Mr.	Jerome Wilborr		id Bruce Bosma	a Mr.			
					_	<u> </u>		
State of		ss						
County of								
The officers of this reporting er above, all of the herein describe this statement, together with rel	ed assets were the	absolute property of	the said reporting entity, free	and clear from ar	ny liens or claims thereon, exc	ept as herein stated, and that		
of the condition and affairs of the completed in accordance with the	he said reporting er	ntity as of the reporti	ng period stated above, and	of its income and	deductions therefrom for the	period ended, and have been		
that state rules or regulations re	equire differences in	reporting not related	d to accounting practices and	procedures, acco	ording to the best of their inform	nation, knowledge and belief,		
respectively. Furthermore, the sexact copy (except for formatting								
to the enclosed statement.								
Catharina Iaan	IZilay Ma		americal Department Williams	NA:-	Drott Jorgan	Malatina Ma		
Catherine Joan Preside		5	amuel Randolph Willcox Secretary	on ivir.		McIntyre Mr. surer		
			•	a le thic	s an original filing?	Yes [X] No []		
Subscribed and sworn to be				b. If no,				
day of	,			1. Sta	ate the amendment number	r ·		
					te filed			

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

EXIIIDII E AGGI						
1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
Group subscribers:						
			·	·	-	†
			†	†		†
			+	+	-	+
	NON		•			•
						†
0299997 Group subscriber subtotal		0	0	0	0	
0299998 Premiums due and unpaid not individually listed						
0299999 Total group		00	0	0	0	
0399999 Premiums due and unpaid from Medicare entities			ļ	ļ		
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 15)		0	0	0	0	

EXHIBIT 3 - HEALTH CARE RECEIVABLES

EXHIBIT 3 - F	ILALIII VAN		IDLLO			
1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
Individually Listed Receivables: Partners Rx				-		
Partners Rx.				225,749	369,666	0
0100000 Totals Pharmacoutical robate receivables	143,917					
City of Detroit Fire Department. Henry Ford Hospital. St. John Hospital. INPT Consutants of Michigan. 0299999 - Totals - Claim Overpayment Receivables	· ·	273		,		273
Henry Ford Hospital						5,496
St. John Hospital		39				39
INPT Consutants of Michigan		12				12
0299999 - Totals - Claim Overpayment Receivables						5,820
CMS.		11,794	117,936			169,032
One Beacon,	30,232	,	, , , , , , , , , , , , , , , , , , , ,			
0699999 - Totals - Other Receivables	69,534	11,794				199,264
	, , , , ,	,	,			,
0799999 Gross health care receivables	213,451	17,614	117,936	225,749	369,666	205,084

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Fidelis SecureCare of Michigan Inc.

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

	Aging Analysis of Unpaid O	Aging Analysis of Unpaid Claims					
1	2	3	4	5	6	7	
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total	
Claims Unpaid (Reported)							
0199999 Individually listed claims unpaid	n l	0	0	0	0	(
0299999 Aggregate accounts not individually listed-uncovered						C	
0299999 Aggregate accounts not individually listed-uncovered	747,126	168,356	84,106	32,430	61,152	1,093,170	
0499999 Subtotals	747,126	168,356	84,106	32,430	61,152	1,093,170	
0599999 Unreported claims and other claim reserves		-	-			1,324,031	
0699999 Total amounts withheld						. ,	
0799999 Total claims unpaid						2,417,201	
0899999 Accrued medical incentive pool and bonus amounts						63.002	

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

EXIIDII 3 - AMOUN	113 DOL 1 K	CIVI I AILLI	1, 00001011			,	
1	2	3	4	5	6	Adm	itted
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Individually Listed Receivables: FSC of Michigan Management Services, Inc							
FSC of Michigan Management Services, Inc						30 , 481	
				ļ			
				.			
					ļ		
				ļ			
0199999 Individually listed receivables		0	0	0	0	30,481	
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	30,481	0	0	0	0	30,481	

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	2	4	5
Affiliate	Description	Amount	Current	Non-Current
	Description	AIIIOUIT	Current	Non-Current
Fidelis SeniorCare Inc.	Administrative Services & Tax Agreement	336,862	336,862	
Fidelis HealthCare Services	Administrative Services & Tax Agreement	22,337	22,337	
OLOGODO LA PARTICIPA DE LA CALLACADA DE LA CAL		2E0 100	250 100	0
0199999 Individually listed payables		359,199	359 , 199	U
0299999 Payables not individually listed				
0399999 Total gross payables		359,199	359, 199	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
Medical groups	0	0.0	0	0.0		
2. Intermediaries	0	0.0		0.0		
3. All other providers	515,949	3.0	737	100.0		515,949
Total capitation payments	515,949	3.0	737	100.0	0	515,949
Other Payments:						
5. Fee-for-service	0	0.0	XXX	XXX		
Contractual fee payments	16,274,734	94 . 1	XXX	XXX		16,274,734
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
Bonus/withhold arrangements - contractual fee payments	502,900	2.9	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0		XXX	XXX		
12. Total other payments	16,777,634	97.0	XXX	XXX	0	16,777,634
13. Total (Line 4 plus Line 12)	17,293,583	100 %	XXX	XXX	0	17,293,583

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4 Average Monthly	5 Intermediary's	6 Intermediary's Authorized
NAIC Code	Name of Intermediary	Capitation Paid	Capitation	Intermediary's Total Adjusted Capital	Control Level RBC
	NOA				

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

·	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
Administrative furniture and equipment						
Medical furniture, equipment and fixtures						
Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment	0	636,618	49,031	587,587	587,587	0
6. Total	0	636,618	49,031	587,587	587,587	0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

NAIC Group Code 3744 BUSINESS IN THE STATE OF	E Michigan			DURING THE YEAR	2012			(LOCATION)	IC Company Code	10769
IAIC Group Code 3744 BUSINESS IN THE STATE OF	1 1	Compre (Hospital &		4	5	6	7	8 8	9	10769
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	943							943		
2 First Quarter	855							855		
3 Second Quarter	778							778		
4. Third Quarter	780							780		
5. Current Year	737							737		
6 Current Year Member Months	9,713							9,713		
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-Physician	0									
9. Total	0	0	0	0	0	0	0	0	0	
10. Hospital Patient Days Incurred	1,300							1,300		
11. Number of Inpatient Admissions	166							166		
12. Health Premiums Written (b)	20,446,296							20,446,296		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	20,446,296							20,446,296		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	17 , 293 , 583							17 ,293 ,583		
18. Amount Incurred for Provision of Health Care Services	15,911,625							15,911,625		

(a) For health business: number of persons insured under PPO managed care products	and number of persons insured under indemnity only products	
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees	\$ 20,446,296	



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

AIC Group Code 3744 BUSINESS IN THE STATE OF	- Consolidated			DURING THE YEAR 2	2012			(LOCATION) NAI	C Company Code	10769
	1	Compreh (Hospital &	ensive	4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	943	0	0	0	0	0	0	943	0	
2 First Quarter	855	0	0	0	0	0	0	855	0	
3 Second Quarter	778	0	0	0	0	0	0	778	0	
4. Third Quarter	780	0	0	0	0	0	0	780	0	
5. Current Year	737	0	0	0	0	0	0	737	0	
6 Current Year Member Months	9,713	0	0	0	0	0	0	9,713	0	
otal Member Ambulatory Encounters for Year:										
7. Physician	0	0	0	0	0	0	0	0	0	
8. Non-Physician		0	0	0	0	0	0	0	0	
9. Total	0	0	0	0	0	0	0	0	0	
10. Hospital Patient Days Incurred	1,300	0	0	0	0	0	0	1,300	0	
11. Number of Inpatient Admissions	166	0	0	0	0	0	0	166	0	
12. Health Premiums Written (b)	20,446,296	0	0	0	0	0	0	20,446,296	0	
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	
15. Health Premiums Earned	20,446,296	0	0	0	0	0	0	20,446,296	0	
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	
17. Amount Paid for Provision of Health Care Services	17,293,583	0	0	0	0	0	0	17 , 293 , 583	0	
18. Amount Incurred for Provision of Health Care Services	15,911,625	0	0	0	0	0	0	15,911,625	0	

(a) For health business: number of persons insured under PPO managed care products _____ and number of persons insured under indemnity only products _____ 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 20,446,296

Schedule S - Part 1 - Section 2 NONE

Schedule S - Part 2

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year 1 2 3 4 5 6 7 8 9 Outstanding Surplus Relief 12 13												
1	2	3	4	5	6	7	8		Outstanding	Surplus Relief		13
NAIC								Reserve Credit	10	11	Modified	
Company	Federal ID			Domiciliary			Unearned Premiums	Taken Other than for			Coinsurance	Funds Withheld
Code	Number	Effective Date	Name of Company	Jurisdiction	Type	Premiums	(Estimated)	Unearned Premiums	Current Year	Prior Year	Reserve	Under Coinsurance
21970	23-1502700		One Beacon	PA.	SSL/1/A	149,570						
0199999 -	- General Account	- Authorized - L	J.S. Affiliates		•	149,570						
0399999 -	– Total Authorize	ed Affiliates				149,570						
0799999 -	- Total General A	ccount Authorized				149,570						
2299999 -	- Total General A	ccount Authorized	I, Unauthorized and Certified			149,570						
3699999 -	- Total Separate	Accounts Unauthor	ized			0	0	0	0	0	0	0
			ed, Unauthorized and Certified			0	0	0	0	0	0	0
4399999 -	- Total Separate	Accounts Certifie	ed			0	0	0	0	0	0	0
4599999 -	- Total U.S.					149,570	0	0	0	0	0	0
4699999 -	- Total Non-U.S.					0	0	0	0	0	0	0
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4799999	≀ i otals					149,570	0	0	0	0	0	0

SCHEDULE S - PART 4

Reinsurance Ceded To Unauthorized Companies

							Remourance	Ceded To Unau	thorized Com	pariles						
									L	etter of Credi Confirming	t Issuing or					
1	2	3	4	5	6	7	8	9		Confirming	Bank(a)	13	14	15	16	17
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									American							
					D-i-l											
					Paid				Bankers							'
					and				Association	11			Funds Deposited			Sum of Cols
NAIC	Federal			Reserve	Unpaid Losses			Letters	(ABA)	Letter of	12		by and		Miscellaneous	9+13+14+15+16
Company	ID	Effective		Credit	Recoverable	Other	Total	of	Routing	Credit	Bank	Trust	by and Withheld from		Balances	But Not in
Code	Number	Date	Name of Reinsurer	Taken	(Debit)	Debits	(Cols. 5+6+7)	Credit	Number	Code	Name	Agreements	Reinsurers	Other	(Credit)	Excess of Col. 8
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(a)	Code	American Bankers Association (ABA) Routing Number	Bank Name

SCHEDULE S - PART 5

								Rein	surance C	eded to Ce	rtified Re	insurers as c	of December	31, Current	Year (000 C	Omitted)								
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15					Collateral				
								Percent							Dollar	16	17	Let 18	ter of Credit Confirming 19	Issuing or Bank(a) 20	21	22	23	24
	Federal	NAIC				Certified Reinsurer	Effective Date of Certified	Collateral Required for Full	Reserve	Paid and Unpaid		Total Recoverable from Reinsurer	Mincellaneous	Not Obligation	Amount of Collateral	Multiple	Latters	American Bankers Association (ABA)	Letter of	Letter of Credit Issuing or Confirming		Funds Deposited by and Withheld		Total Collateral Provided (Col. 16
Line	ID	Company	Effective		Domiciliary		Reinsurer	Credit (0% -		Losses Recoverable	Other	(Col. 9 + 10	Balances	Net Obligation Subject to	(Col. 14	Beneficiary	Letters of	Routing	Credit	Bank	Trust	From		+ 17 + 21
Number	Number	Code	Date	Name of Reinsurer	Jurisdiction	Through 6)		100%)	Taken	(Debit)	Debit	· + 11)	(Credit)	Subject to Collateral	Times Col.8)		Credit	Number	Code	Name	Agreements	Reinsurers	Other	+ 22 + 23
2399999				0899999, 1199999, 16999					0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	0	
2499999	- Total Non-U	.S. (Sum of	0299999, 0599	999, 0999999, 1299999, 1	799999 and 20	099999)			0	0	0	0	0		0	0	0	XXX	ХХХ	XXX			D	
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SCHEDULE S - PART 5 (Continued) Reinsurance Ceded to Certified Reinsurers as of December 31, Current Year (000 Omitted)

	25	26	27	28
	-	Percent		-
	Percent of	Credit		Liability for
	Collateral	Allowed on	Amount of	Reinsurance
	Provided	Net Amount	Credit	with
	for Net	Recoverable	Allowed for	Certified
	Amount	from	Net Amount	Reinsurers
	Recoverable	Reinsurer	Recoverable	Due to
	from	(Col. 25 /	from	Collateral
	Reinsurer	Col. 8, not to	Reinsurer	Deficiency
Line	(Col. 24 /	exceed	(Col. 14 x	(Col. 14 –
Number	Col. 14)	100%)	Col. 14 X	Col. 14 – Col. 27)
2399999	COI. 14)	100%)	0	0 0
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2599999	Totals		0	Λ

		American Bankers Association (ABA)	
(a)	Code	Routing Number	Bank Name

SCHEDULE S - PART 6 Five-Year Exhibit of Reinsurance Ceded Business (000 Omitted)

	(000 Omitted) 1 2 3 4 5 2012 2011 2010 2009 2008													
		1 2012												
A.	OPERATIONS ITEMS													
1.	Premiums	0	0	0	0	0								
2.	Title XVIII-Medicare	150	129	128	132	309								
3.	Title XIX-Medicaid	0	0	0	0	0								
4.	Commissions and reinsurance expense allowance		0	0	0	0								
5.	Total hospital and medical expenses		0	0	0	0								
В.	BALANCE SHEET ITEMS													
6.	Premiums receivable		0	0	0	0								
7.	Claims payable		0	0	0	0								
8.	Reinsurance recoverable on paid losses	0	0	0	0	0								
9.	Experience rating refunds due or unpaid		0	0	0	0								
10.	Commissions and reinsurance expense allowances due		0	0	0	0								
11.	Unauthorized reinsurance offset	0	0	0	0	0								
12.	Offset for reinsurance with Certified Reinsurers	0	XXX	XXX	XXX	XXX								
C.	UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)													
13.	Funds deposited by and withheld from (F)	0	0	0	0	0								
14.	Letters of credit (L)	0	0	0	0	0								
15.	Trust agreements (T)	0	0	0	0	0								
16.	Other (O)	0	0	0	0	0								
D.	REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)													
17.	Multiple Beneficiary Trust	0	XXX	XXX	XXX	XXX								
18.	Funds deposited by and withheld from (F)	0	XXX	XXX	XXX	XXX								
19.	Letters of credit (L)	0	XXX	XXX	XXX	XXX								
20.	Trust agreements (T)	0	XXX	XXX	XXX	XXX								
21.	Other (O)	0	XXX	XXX	XXX	XXX								

SCHEDULE S-PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	Restatement of Balance Sheet to Identify Net Cr	1	2	3
		As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS	S (Page 2, Col. 3)			
1. Cash an	d invested assets (Line 12)	6,627,098		6,627,098
2. Accident	t and health premiums due and unpaid (Line 15)	0		0
3. Amounts	s recoverable from reinsurers (Line 16.1)	0		0
4. Net cred	it for ceded reinsurance	xxx	0	0
5. All other	admitted assets (Balance).	. 887,616		887,616
6. Total ass	sets (Line 28)	7,514,714	0	7,514,714
LIABILI	TIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims u	unpaid (Line 1)	2,417,202	0	2,417,202
8. Accrued	medical incentive pool and bonus payments (Line 2)	63,002		63,002
9. Premiun	ns received in advance (Line 8)	0		0
10. Funds he	eld under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first amount plus second inset amount)	0		0
11. Reinsura	ance in unauthorized companies (Line 20 minus inset amount)	0		0
12. Reinsura	ance with Certified Reinsurers (Line 20 inset amount)	O		0
13. Funds he	eld under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount)	0		0
14. All other	liabilities (Balance)	605,871		605,871
15. Total lial	bilities (Line 24)	3,086,075	0	3,086,075
16. Total cap	pital and surplus (Line 33)	4,428,639	XXX	4,428,639
17. Total lial	bilities, capital and surplus (Line 34)	7,514,714	0	7,514,714
NET CR	EDIT FOR CEDED REINSURANCE			
18. Claims ι	ınpaid	0		
19. Accrued	medical incentive pool	0		
20. Premiun	ns received in advance	0		
21. Reinsura	ance recoverable on paid losses	0		
22. Other ce	eded reinsurance recoverables	0		
23. Total ced	ded reinsurance recoverables	0		
24. Premiun	ns receivable	0		
25. Funds h	eld under reinsurance treaties with authorized and unauthorized reinsurers	0		
26. Unautho	rized reinsurance	0		
27. Reinsura	ance with Certified Reinsurers	0		
28. Funds h	eld under reinsurance treaties with Certified Reinsurers	0		
29. Other ce	eded reinsurance payables/offsets	0		
30. Total ced	ded reinsurance payables/offsets	0		
31. Total ne	t credit for ceded reinsurance	0		

SCHEDULE T – PART 2 INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN Allocated By States and Territories

		Allocat	ed By States and Terr		iness Only		
		1 Life	2	3 Disability Income	4 Long-Term Care	5	6
States, Etc.		(Group and Individual)	Annuities (Group and Individual)	(Group and Individual)	(Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama	AL						
2. Alaska							
3. Arizona	AZ						
4. Arkansas	AR						
5. California	CA						
6. Colorado	CO						
7. Connecticut	CT						
8. Delaware	DE						
9. District of Columbia	DC						
10. Florida	FL						
11. Georgia	GA						
12. Hawaii	HI						
13. Idaho	ID						
14. Illinois	IL						
15. Indiana	IN						<u> </u>
	IA						
17. Kansas	KS						
18. Kentucky							
19. Louisiana							
20. Maine	ME						
21. Maryland			_				
22. Massachusetts	IVID						
	MI						
•	IVII			···			
24. Minnesota				···			
25. Mississippi		-					
26. Missouri							
27. Montana							
28. Nebraska							
29. Nevada							
30. New Hampshire							
31. New Jersey	NJ						
32. New Mexico	NM						
33. New York	NY						
34. North Carolina	NC						
35. North Dakota	ND						
36. Ohio	HO						
37. Oklahoma	OK						
38. Oregon							
39. Pennsylvania							
40. Rhode Island							
41. South Carolina							
42. South Dakota	SD						
43. Tennessee	TN						
43. Termessee 44. Texas	TX						
45. Utah							
46. Vermont	VT						
46. Vermont 47. Virginia							
3			•				
48. Washington					l	l	l
49. West Virginia							
50. Wisconsin							
51. Wyoming						}	}
52. American Samoa							
53. Guam							
54. Puerto Rico							ļ
55. US Virgin Islands							
56. Northern Mariana Islands	MP						
57. Canada	CAN						
58. Aggregate Other Alien	TO.						
		0	0	0	0	0	I

SCHEDULE Y PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

		OOI		1 1 / \	1 17 -		OF INSURANCE	- I I O L	.01110					
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
						Name of					Type of Control			
						Securities					(Ownership,			
						Exchange if					Board,	If Control is		
		NAIC	Federal			Publicly	Names of		Relationship to		Management,	Ownership		
Group		Company	ID	Federal		Traded (U.S. or	Parent Subsidiaries	Domiciliary	Reporting	Directly Controlled by	Attorney-in-Fact,	Provide	Ultimate Controlling	
Code	Group Name	Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity	(Name of Entity/Person)	Influence, Other)	Percentage	Entity(ies)/Person(s)	*
	'					,				,	, ,	, and the second	Arcapita Ventures I	1
													Holding Company Limited, Collinson	
													Limited, Collinson	
													Howe & Lennox II	
													LLC, Versant	
													Ventures II LLC,	
													Highland Management	
							Fidelis SecureCare of North						Partners VI, Inc.,	
3744	Fidelis SeniorCare Inc.	12288	20-2214150				Carolina. Inc	NC	UDP.	Fidelis SeniorCare Inc	Ownership	100.0	Arboretum Ventures	
07 11	Traditio comordato mo	12200	20 2211100				odi o i ilia, ilio i			Traditio contendato mo	0 11101 0111 p		Arcapita Ventures I	
													Holding Company	
													Holding Company Limited, Collinson	
													Howe & Lennox II	
													LLC, Versant	
													Ventures II LLC,	
													Highland Management	
							Fidelis SecureCare of Michigan,						Highland Management Partners VI, Inc.,	
3744	Fidelis SeniorCare Inc.	10769	30-0312489				Inc	MI	UDP	Fidelis SeniorCare Inc	Ownerchin	100.0	Arboretum Ventures	
01 44	Tractis ociniordate inc	107 03	. 00-0012400							Tractis ociniordate inc	. omioranip	100.0	Arcapita Ventures I	
													Holding Company	
													Limited, Collinson	
													Howe & Lennox II	
													LLC, Versant	
													Ventures II LLC,	
													Highland Management	
							Fidelis SecureCare of Texas.						Partners VI, Inc.,	
3744	Fidelis SeniorCare Inc.	12597	84-1704073				Inc.	TX	UDP	Fidelis SeniorCare Inc	Ownerchin	100.0	Arboretum Ventures	
37 44	Truerra demondare mic	12007	. 04-1704073				. 1110	I /\		rideris semondare mc	. Owner amp	100.0	Arcapita Ventures I	
													Holding Company	
													Holding Company Limited, Collinson	
													Howe & Lennox II	
ĺ													LLC, Versant	
													Ventures II LLC,	
ĺ													Highland Management	
							Fidalia Haalthaara Carvissa						Dorthore VI Jes	
2744	Fidalia CaniarCara Ina						Fidelis Healthcare Services,	MI	UDP	Fidalia CaniarCara las	Ownorship		Partners VI, Inc.,	
3744	Fidelis SeniorCare Inc						. Inc	I IV		Fidelis SeniorCare Inc	whership	100.0	Arboretum Ventures	

SCHEDULE Y PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

		361	ILDULL	IFAI	XI IA-	DEIAIL	OF INSURANCE	- HOL	DING C	CIVIPAINT S				
1	2	3	4	5	6	7 Name of	8	9	10	11	12 Type of Control	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	(Ownership, Board, Management, Attorney-in-Fact,	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
	Fidelis SeniorCare Inc						FSC of Washington Health Services, Inc.	WA	UDP	Fidelis SeniorCare Inc			Arcapita Ventures I Holding Company Limited, Collinson Howe & Lennox II LLC, Versant Ventures II LLC, Highland Management Partners VI, Inc., Arboretum Ventures	
	Fidelis SeniorCare Inc						FSC of Washington, Inc	WA	UDP	Fidelis SeniorCare Inc			Arcapita Ventures I Holding Company Limited, Collinson Howe & Lennox II LLC, Versant Ventures II LLC, Highland Management Partners VI, Inc., Arboretum Ventures	
	Fidelis SeniorCare Inc						.FSC of Michigan Services, Inc	MI	.UDP.	Fidelis SeniorCare Inc			Arcapita Ventures I Holding Company Limited, Collinson Howe & Lennox II LLC, Versant Ventures II LLC, Highland Management Partners VI, Inc., Arboretum Ventures	
	Fidelis SeniorCare Inc						FSC of Michigan Management Services, Inc.	М1	.UDP	Fidelis SeniorCare Inc			Arcapita Ventures I Holding Company Limited, Collinson Howe & Lennox II LLC, Versant Ventures II LLC, Highland Management Partners VI, Inc., Arboretum Ventures	
	Fidelis SeniorCare Inc						.FSC of Michigan, PC Group	MI	UIP	Fidelis SeniorCare Inc			Arcapita Ventures I Holding Company Limited, Collinson Howe & Lennox II LLC, Versant Ventures II LLC, Highland Management Partners VI, Inc., Arboretum Ventures	

SCHEDULE Y PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
						Name of					Type of Control			
						Securities					(Ownership,			
						Exchange if					Board,	If Control is		
		NAIC	Federal			Publicly	Names of		Relationship to		Management,	Ownership		
Group		Company	ID	Federal		Traded (U.S. or	Parent Subsidiaries	Domiciliary		Directly Controlled by	Attorney-in-Fact,	Provide	Ultimate Controlling	
Code	Group Name	Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity	(Name of Entity/Person)	Influence, Other)	Percentage	Entity(ies)/Person(s)	*
													Arcapita Ventures I	
													Holding Company	
													Limited, Collinson	
													Howe & Lennox II	
													LLC, Versant	
													Ventures II LLC,	
													Highland Management	
							FSC of Washington HealthCare						Partners VI, Inc.,	
3744	Fidelis SeniorCare Inc						Services, PC	WA	UIP	Fidelis SeniorCare Inc	Ownership	100.0	Arboretum Ventures	
							,							

SCHEDULE Y PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

PARI 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES												
1	2	3	4	5	6	7	8	9	10	11	12	13
						Income/						
					Purchases, Sales or	(Disbursements)						
					Exchanges of	Incurred in						Reinsurance
					Loans, Securities,	Connection with		Income/		Any Other Material		Recoverable/
					Real	Guarantees or		(Disbursements)		Any Other Material Activity Not in the		(Payable) on Losses
NAIC					Estate, Mortgage	Undertakings for the	Management	Incurred Under		Ordinary Course of		and/or Reserve
Company	Federal ID		Shareholder	Capital	Loans or Other	Benefit of any	Agreements and	Reinsurance		the Insurer's		Credit
Code	Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Dividends	Contributions	Investments	Affiliate(s)	Service Contracts	Agreements	*	Business	Totals	Taken/(Liability)
12200	20 221/150	Fidelis SecureCare of North Carolina Inc	Dividendo	Oortanbations	investments	7 tilliate(3)	(692,591)	7 igreements		Dusiness	(692,591)	raker/(Liability)
12200	04 1704072	Fidelis SecureCare of Texas, Inc	Λ	175,000			(235,701)			•••••	(60,701)	
12288 12597 10769	20 - 2214150 84 - 1704073 30 - 0312489	Fidelia Courceas of Michigan Inc.		173,000			(200,701)		· · · · · · · · · · · · · · · · · · ·	30 , 482	(00,701)	
3744	16 - 17 19 046	Fidelis SecureCare of Michigan Inc. Fidelis SeniorCare Inc	0	/475 000\			(4,112,245) 5,165,145		· · · · · · · · · · · · · · · · · · ·		(4,081,763) 4,990,145	
3/44	10 - 17 19040	Fidelis Seniorvare Inc.	U	(175,000)					· · · · · · · · · · · · · · · · · · ·	• • • • • • • • • • • • • • • • • • • •	4,990,145	
		Fidelis Healthcare Services, Inc.					(124,608)				(124,608)	
	27 - 2437372	FSC of Michigan Services, Inc.							ļ	(30,482)	(30,482)	
									ļ			
]				L			
										•		
										• • • • • • • • • • • • • • • • • • • •		
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

	MARCH FILING	Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? APRIL FILING	YES
5.	Will Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risks Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES
	AUGUST FILING	
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES
which	ollowing supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code ement is required of your company but is not filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory	will be printed below. If the
	MARCH FILING	
11.		N0
12.	•	N0
13.		N0
14.		SEE EXPLANATION
15. 16.		N0
10.	domicile and electronically with the NAIC by March 1?	N0
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	SEE EXPLANATION
18.		SEE EXPLANATION
19.	electronically with the NAIC by March 1?	SEE EXPLANATION
20.		SEE EXPLANATION
21.		SEE EXPLANATION
22.		NO
23.		NO
24.		SEE EXPLANATION
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by	SEE EXPLANATION
	AUGUST FILING	
26. Expla	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? nation:	YES
11.		
12.		
13.		
14. Le	ess than 100 shareholders	
15.		
16.		
17. Me	edicare Advantage Plans are not required to file.	
18. Re	elief is not needed.	
19. Re	elief is not needed.	
20 R	elief is not needed	

21. Medicare Advantage Plans are not required to file.

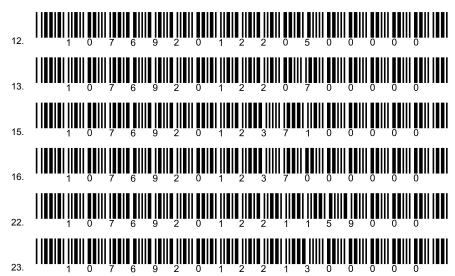
SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

22.

23.

- 24. Medicare Advantage Plans are not required to file.
- 25. Medicare Advantage Plans are not required to file.

Bar code:



OVERFLOW PAGE FOR WRITE-INS

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK

Analysis of Operations by Lines of Business	7
Assets	2
Cash Flow	6
Exhibit 1 – Enrollment By Product Type for Health Business Only	17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18
Exhibit 3 – Health Care Receivables	19
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	20
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	21
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	22
Exhibit 7 – Part 1 – Summary of Transactions With Providers	23
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	23
Exhibit 8 – Furniture, Equipment and Supplies Owned	24
Exhibit of Capital Gains (Losses)	15
Exhibit of Net Investment Income	15
Exhibit of Nonadmitted Assets	16
Exhibit of Premiums, Enrollment and Utilization (State Page)	29
Five-Year Historical Data	28
General Interrogatories	26
Jurat Page	1
Liabilities, Capital and Surplus	3
Notes To Financial Statements	25
Overflow Page For Write-Ins	44
Schedule A – Part 1	E01
Schedule A – Part 2	E02
Schedule A – Part 3	E03
Schedule A – Verification Between Years	SI02
Schedule B – Part 1	E04
Schedule B – Part 2	E05
Schedule B – Part 3	E06
Schedule B – Verification Between Years	SI02
Schedule BA – Part 1	E07
Schedule BA – Part 2	E08
Schedule BA – Part 3	E09
Schedule BA – Verification Between Years	SI03
Schedule D – Part 1	F10

ALPHABETICAL INDEX

<u>ANNUAL</u>	STATEMENT	BLANK	(Continued)

Schedule D – Part 1A – Section 1	SI05
Schedule D – Part 1A – Section 2	SI08
Schedule D – Part 2 – Section 1	E11
Schedule D – Part 2 – Section 2	E12
Schedule D – Part 3	E13
Schedule D – Part 4	E14
Schedule D – Part 5	E15
Schedule D – Part 6 – Section 1	E16
Schedule D – Part 6 – Section 2	E16
Schedule D – Summary By Country	SI04
Schedule D – Verification Between Years	SI03
Schedule DA – Part 1	E17
Schedule DA – Verification Between Years	SI10
Schedule DB – Part A – Section 1	E18
Schedule DB – Part A – Section 2	E19
Schedule DB – Part A – Verification Between Years	SI11
Schedule DB – Part B – Section 1	E20
Schedule DB – Part B – Section 2	E21
Schedule DB – Part B – Verification Between Years	SI11
Schedule DB – Part C – Section 1	SI12
Schedule DB – Part C Section 2	SI13
Schedule DB – Part D	E22
Schedule DB – Verification	SI14
Schedule DL – Part 1	E23
Schedule DL – Part 2	E24
Schedule E – Part 1 – Cash	E25
Schedule E – Part 2 – Cash Equivalents	E26
Schedule E – Part 3 – Special Deposits	E27
Schedule E – Verification Between Years	SI15
Schedule S – Part 1 – Section 2	30
Schedule S – Part 2	31
Schedule S – Part 3 – Section 2	32
Schedule S – Part 4	33
Schedule S – Part 5	34
Schedule S – Part 6	36
Schedule S – Part 7	37
Schedule T – Part 2 – Interstate Compact	39
Schedule T – Premiums and Other Considerations	38
Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule Y – Part 1A – Detail of Insurance Holding Company System	41
Schedule Y - Part 2 – Summary of Insurer's Transactions With Any Affiliates	42
Statement of Revenue and Evnenses	1

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)	
Summary Investment Schedule	SI01
Supplemental Exhibits and Schedules Interrogatories	43
Underwriting and Investment Exhibit – Part 1	8
Underwriting and Investment Exhibit – Part 2	9
Underwriting and Investment Exhibit – Part 2A Underwriting and Investment Exhibit – Part 2B	10 11
Underwriting and Investment Exhibit – Part 2C	12
Underwriting and Investment Exhibit – Part 2D	13
Underwriting and Investment Exhibit – Part 3	14